

1-200A057

REBOUL, MACMURRAY, HEWITT, MAYNARD & KRISTOL

45 ROCKEFELLER PLAZA

NEW YORK, N. Y. 10111

17445

REGISTRATION NO. 17445 FILED 1425

JUL 19 1991 -3 05 PM

INTERSTATE COMMERCE COMMISSION

July 19, 1991

REGISTRATION NO. 17445 -A FILED 1425

JUL 19 1991 -3 05 PM

INTERSTATE COMMERCE COMMISSION

TELEPHONE (212) 841-5700  
TELEX 620525  
TELECOPIER (212) 841-5725

SUITE 728  
523 WEST SIXTH STREET  
LOS ANGELES, CALIF 90014  
TELEPHONE (213) 612-0822  
TELECOPIER (213) 895-0108

SUITE 406  
1111 NINETEENTH STREET, N. W.  
WASHINGTON, D. C. 20036  
TELEPHONE (202) 429-0004  
TELECOPIER (202) 429-8743

MICHAEL DOWNEY RICE  
COUNSEL

WILLIAM J HEWITT  
HOWARD G KRISTOL  
JOHN C MACMURRAY  
JOHN MAYNARD  
JOHN W REBOUL  
WAYNE A. CROSS  
WILLIAM F MCCORMACK  
JOHN C NOVOGROD  
ROBERT SCHEFF  
ROBERT A SCHWED  
DAVID S ELKIND  
CHARLES D UNIMAN  
ROBERT P DEVLIN  
JAMES E MAGEE (D C BAR)  
ROBERT L SILLS  
CHARLES W SPRAGUE  
WILLIAM I SUSSMAN  
MARK J TANNENBAUM  
ANDREW P TASHMAN  
ROBERT M PEAK  
ROBERT COULTAS  
EDWARD A McDONALD

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary:

Enclosed are ten counterparts of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code:

Lease of Railroad Equipment, dated as of July 1, 1991, a primary document.

Lease Assignment, dated as of July 1, 1991, a secondary document relating to the above primary document.

We request that the Lease Assignment be cross-indexed with the Lease.

The names and addresses of the parties to the documents are as follows:

Lease

Lessor: The Connecticut National Bank, as trustee  
777 Main Street  
Hartford, Connecticut 06115

Lessee: Chicago and North Western Transportation Company  
One North Western Center  
165 North Canal Street  
Chicago, Illinois 60606

Lease Assignment

Assignor: The Connecticut National Bank, as trustee  
777 Main Street  
Hartford, Connecticut 06115

Assignee: The Chase Manhattan Bank, National Association,  
as trustee  
One New York Plaza  
New York, New York 10081

The equipment covered by the documents consists of 35 General Electric Corporation model Dash 8-40C diesel electric locomotives, bearing the road numbers of Chicago and North Western Transportation Company 8543 through 8577.

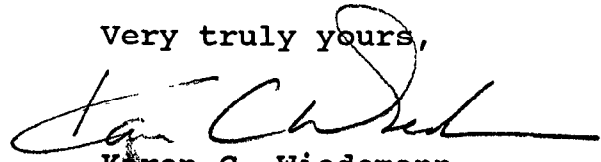
A short summary of the documents to appear in the index is as follows:

Railroad Equipment Lease, dated as of July 1, 1991, between The Connecticut National Bank, as trustee, lessor, and Chicago and North Western Transportation Company, lessee, covering 35 General Electric Company model Dash 8-40C 4000 horsepower diesel-electric locomotives, manufacturers serial numbers 46771 through 46805, bearing the road numbers of Chicago and North Western Transportation Company 8543 through 8577.

Lease Assignment, dated as of July 1, 1991, between The Connecticut National Bank, as trustee, assignor, and The Chase Manhattan Bank, as trustee, assignee, assigning the leasehold interest of The Connecticut National Bank under the Railroad Equipment Lease, dated as of July 1, 1991, between The Connecticut National Bank, as trustee, lessor, and Chicago and North Western Transportation Company.

A fee of \$15.00 is enclosed. Please return any extra copies not needed by the Commission for recordation to James E. Magee of this firm at 1111 19th Street, N.W., Washington, D.C. 20036.

Very truly yours,

  
Karen C. Wiedemann

Enclosures

Chicago and North Western  
Transportation Company  
XXXXXXXXXX  
Railway



August 30, 1994

File: A-13202-C  
EOC: 0-087

One North Western Center  
Chicago, Illinois 60606

Office of the Secretary  
312 559 6156

Mr. Sidney Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RE: Lease of Railroad Equipment dated as of July 1, 1991 between Chicago and North Western Transportation Company (Lessee) and The Connecticut National Bank, as Trustee under a Trust Agreement (Lessor)

ICC Recordation No.: 17445

Dear Mr. Strickland:

In connection with the above agreements, please be advised that the name of Chicago and North Western Transportation Company was changed to Chicago and North Western Railway Company effective May 6, 1994, pursuant to the Certificate of Amendment of Restated Certificate of Incorporation of Chicago and North Western Transportation Company filed with the State of Delaware on May 5, 1994.

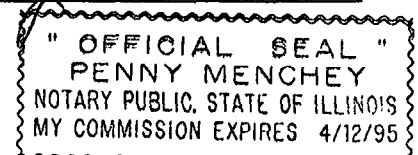
Sincerely,

K. A. Dombrowski  
Assistant Secretary

STATE OF ILLINOIS )  
COUNTY OF COOK ) SS.

On this 30th day of August, 1994, before me personally appeared K. A. Dombrowski, to me personally known, who, by me being duly sworn, says that she is Assistant Secretary of Chicago and North Western Railway Company and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires: April 12, 1995



JUL 19 1991 3 22 PM

## INTERSTATE COMMERCE COMMISSION

LEASE ASSIGNMENT dated as of July 1, 1991, between THE CONECTICUT NATIONAL BANK (hereinafter called the Assignor), not in its individual capacity but solely as trustee under the Trust Agreement dated as of the date hereof with General Electric Capital Corporation, and THE CHASE MANHATTAN BANK, NATIONAL ASSOCIATION (hereinafter called the Assignee), as trustee under the Equipment Trust Agreement dated as of the date hereof (hereinafter called the Equipment Trust Agreement) with the Assignor.

WHEREAS the Assignor and Chicago and North Western Transportation Company are entering into a Lease of Railroad Equipment dated as of the date hereof (hereinafter called the Lease), covering 35 General Electric model Dash 8-40C diesel-electric locomotives bearing the road numbers of Chicago and North Western Transportation Company 8543 through 8577; and

WHEREAS the Assignor and the Assignee are entering into the Equipment Trust Agreement to finance the acquisition by the Assignor of the railroad equipment covered by the Lease.

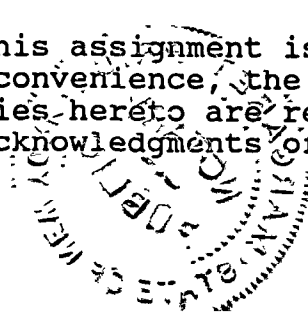
NOW THEREFORE, in consideration of the premises and the mutual covenants herein contained, the parties hereto hereby agree as follows:

1. To induce the Assignee to enter into the Equipment Trust Agreement, and to induce the purchase of the equipment trust certificates of the Assignor issued thereunder, the Assignor, as security for its obligations under the Equipment Trust Agreement and said certificates, hereby assigns to the Assignee, its successors and assigns, all of the right, title, and interest of the Assignor in and to the Lease and the immediate and continuing right to receive and apply all rents due and to become due thereunder, excluding, however, the Excluded Interests (as defined in the Equipment Trust Agreement).

2. The terms of this assignment are set forth in the Equipment Trust Agreement, and reference is made thereto for the rights, duties, benefits, and obligations arising under this assignment. This instrument is being entered into solely to show for the public record the assignment contemplated hereby and by the Equipment Trust Agreement, which Equipment Trust Agreement is being simultaneously filed and recorded herewith pursuant to section 11303 of Title 49 of the United States Code.

3. This assignment may be executed in any number of counterparts and by the parties hereto on separate counterparts, all of which together shall constitute a single agreement.

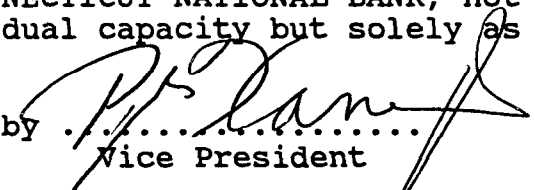
4. Although this assignment is dated as of the date first above written for convenience, the actual dates of execution hereof by the parties hereto are respectively the dates set forth in the notaries' acknowledgments of the signatures hereto, and



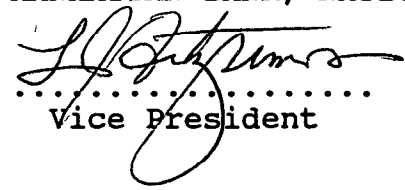
this assignment shall be effective on the latest of such dates.

IN WITNESS WHEREOF, the parties hereto have each caused this assignment to be duly executed by their respective officers thereunto duly authorized:

THE CONNECTICUT NATIONAL BANK, not in its individual capacity but solely as trustee,

by  Vice President


THE CHASE MANHATTAN BANK, NATIONAL ASSOCIATION

by  Vice President

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) SS.:

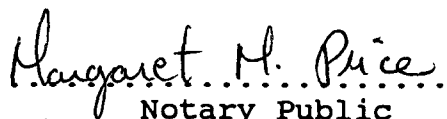
On this 18th day of July, 1991, before me personally appeared Philip Kane, to me personally known, who, by me being duly sworn, says that he is a Vice President of The Connecticut National Bank, and that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

DINA PIERATTINI  
Notary Public, State of New York  
No. 4889511  
Qualified in New York County  
Commission Expires September 9, 1992

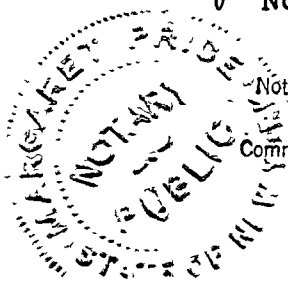
  
Notary Public

My commission expires  
STATE OF NEW YORK )  
COUNTY OF NEW YORK ) SS.:

On this 18th day of July, 1991, before me personally appeared J. J. FITZSIMONS, to me personally known, who, by me being duly sworn, says that he is a Vice President of The Chase Manhattan Bank, National Association, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

  
Notary Public

My commission expires



MARGARET M. PRICE  
Notary Public, State of New York  
No. 24-4980599  
Qualified in Kings County  
Commission Expires April 22, 1993